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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2002

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FEB 01 2002

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Prefix

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DATE RECEIVED

Name of Offering: 2001 December Common Stock Private Placement

Filing Under (Check box(es) that apply):

☒ 504☐ 505☐ 506☐ Section 4(6)☒ ULOEType of Filing: ☒ New Filing ☐ Amendment**A. BASIC IDENTIFICATION DATA**

1. Enter the information requested about the issuer (check if this is an amendment and name has changed, and indicate change.)

Name of Issuer: Samaritan Pharmaceuticals, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number
(Including Area Code)

101 Convention Center Drive Suite 310 Las Vegas NV 89109
735-7001

Telephone Number: 702-

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
Telephone Number (Including Area Code)
(if different from Executive Offices)

Brief Description of Business

Samaritan Pharmaceuticals is a biopharmaceutical company focused on drug discovery in the key markets of Neurology, (Alzheimer's, Parkinson's) Oncology and HIV.

Type of Business Organization

☒ corporation ☐ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization: [03] [1996] ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) [N] [V]

PLEASE HAVE THE INSTRUCTIONS TYPED IN PER THE FORM AT THIS POINT AND ELSEWHERE.

A. BASIC IDENTIFICATION DATA

Check Box(es) that ☐ Promoter ☒ Beneficial ☒ Executive ☒ Director ☐ General and/or
Apply: Owner Officer Managing
Partner

Full Name Greeson, Janet

101 Convention Center Drive Suite 310 Las Vegas, NV 89109

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that ☐ Promoter ☐ Beneficial ☐ Executive ☒ Director ☐ General and/or
Apply: Owner Officer Managing
Partner

Full Name Burkett, Paul

101 Convention Center Drive Suite 310 Las Vegas, NV 89109

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that ☐ Promoter ☐ Beneficial ☐ Executive ☒ Director ☐ General and/or
Apply: Owner Officer Managing
Partner

101 Convention Center Drive Suite 310 Las Vegas, NV 89109

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

101 Convention Center Drive Suite 310 Las Vegas, NV 89109

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

101 Convention Center Drive Suite 310 Las Vegas, NV 89109

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

101 Convention Center Drive Suite 310 Las Vegas, NV 89109

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

101 Convention Center Drive Suite 310 Las Vegas, NV 89109

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

101 Convention Center Drive Suite 310 Las Vegas, NV 89109

Check Box(es) that ☐ Promoter ☐ Beneficial ☒ Executive ☒ Director ☐ General and/or

**Managing
Partner**

Business Address : 101 Convention Center Drive Suite 310 Las Vegas, NV 89109

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Business Address : 3525 Leore Court, Las Vegas, NV 89121

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Business Address : 3525 Leore Court, Las Vegas NV 89121

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....	Yes	No
	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$5,000

3. Does the offering permit joint ownership of a single unit?..... Yes No
[x] []

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only..... None.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
------------------	--------------------------------	---------------------------

Debt	\$0	\$0
Equity	\$350,000	\$137,600
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$0
Other	\$0	\$0
Total	\$350,000	\$137,600

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	12	\$107,600
Non-accredited Investors	6	\$ 30,000
Total (for filings under Rule 504 only)	18	\$137,600

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	0	\$0
.....	0	\$0
Rule 504	0	\$0
Total	0	\$0

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input checked="" type="checkbox"/> \$500
Printing and Engraving Costs	<input checked="" type="checkbox"/> \$300
Legal Fees	<input checked="" type="checkbox"/> \$1500
Accounting Fees	<input checked="" type="checkbox"/> \$1000
Engineering Fees	<input type="checkbox"/> \$0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/> \$0
Other Expenses (identify)	<input type="checkbox"/> \$0

Total

[x] \$3300


b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$346,700

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[] \$	[] \$
Purchase of real estate	[] \$	[] \$
Purchase, rental or leasing and installation of machinery and equipment	[] \$	[] \$
Construction or leasing of plant buildings and facilities.....	[] \$	[] \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[] \$	[] \$
Repayment of indebtedness	[] \$	[] \$
Working capital	[] \$	[x] \$ 50,000
Other (specify): Research and Development	[] \$	[x] \$ 296,700
.....	[] \$	[] \$
.....	[] \$	[] \$
Column Totals	[]	[x] \$346,700
Total Payments Listed (column totals added)		[x] \$346,700

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Samaritan Pharmaceuticals, Inc.		1-7-02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	

Janet Greeson

Chief Executive Officer

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No
[] [x]


See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Samaritan Pharmaceuticals, Inc.		1-7-02
Name of Signer (Print or Type)	Title (Print or Type)	
Janet Greeson	Chief Executive Officer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X							
AK		X							
AZ		X							
AR		X							
CA		X							
CO		X							
CT		X							
DE		X							
DC		X							
FL		X							
GA		X							
HI		X							
ID		X							
IL		X							
IN		X							
IA		X							
KS		X							
KY		X							
LA		X							
ME		X							
MD		X							
MA		X							
MI		X							
MN		X							
MS		X							
MO		X							
MT		X							
NE		X							
NV	X		\$350,000	12	\$107,600	6	\$30,000		
NH		X							
NJ		X							
NM		X							
NY		X							

NC		X							
ND		X							
OH		X							
OK		X							
OR		X							
PA		X							
RI		X							
SC		X							
SD		X							
TN		X							
TX		X							
UT		X							
VT		X							
VA		X							
WA		X							
WV		X							
WI		X							
WY		X							
PR		X							

<http://www.sec.gov/divisions/corpfin/forms/d.htm>
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